

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
	:	

**SECOND SUPPLEMENTAL AFFIDAVIT OF LEGAL
ORDINARY COURSE PROFESSIONAL**

STATE OF NEW JERSEY)
) ss:
COUNTY OF MORRIS)

Douglas J. McGill, being duly sworn, deposes and says:

1. I am a partner of Drinker Biddle & Reath LLP ("Drinker Biddle") which firm maintains offices at, among other locations, 140 Broadway, 39th Floor, New York, New York 10005-1116, One Logan Square, 18th & Cherry Streets, Philadelphia, Pennsylvania 19103-6996, Suite 1100, 1500 K Street, N.W., Washington, D.C. 20005-1209, and at two offices in New Jersey.

2. Unless otherwise stated in this supplemental affidavit (the "Supplemental Affidavit"), I have personal knowledge of the facts set forth herein. To the extent that any information disclosed herein requires further amendment or modification upon Drinker Biddle's further analysis, or as additional information becomes available, subsequent affidavits will be submitted to this Court.

3. On January 3, 2006, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the "Debtors") filed with this Court my initial affidavit in support of Drinker Biddle's retention as an ordinary course professional in these cases [Docket No. 1710] (the "Initial Affidavit").

4. On or about March 5, 2007, I filed a supplemental affidavit in support of Drinker Biddle's retention [Docket No. 7119] (the "Supplemental Affidavit").

5. The Initial Affidavit and the Supplemental Affidavit were filed in connection with the Debtors' retention of Drinker Biddle pursuant to section 327(e) of title 11 of the United States Code, 11 U.S.C. §§101-1330, as amended (the "Bankruptcy Code") to provide advice and

counsel to the Debtors with respect to certain antitrust issues, and also in connection with any environmental matters that may arise in New Jersey or under New Jersey law.

6. Except as disclosed herein and in the Initial Affidavit and the Supplemental Affidavit, neither I, Drinker Biddle, nor any partner thereof, insofar as I have been able to ascertain, has any connection with the above-captioned debtors and debtors-in-possession (the "Debtors"), their creditors, or any other party-in-interest, or their attorneys.

Supplemental Disclosure

7. Drinker Biddle has been asked to represent Vanguard Distributors, Inc. ("Vanguard") a creditor of one or more of the Debtors, in connection with matters unrelated to Drinker Biddle's representation of the Debtors.

8. The Debtors have consented in writing to Drinker Biddle's representation of Vanguard, so long as the Drinker Biddle lawyers representing Vanguard are screened in this engagement from those Drinker Biddle lawyers advising the Debtors. Similarly, Vanguard has consented to Drinker Biddle's continued representation of the Debtors, so long as Drinker Biddle lawyers representing the Debtors are screened from those lawyers representing Vanguard.

9. As a result, Drinker Biddle has instituted a screen between its lawyers advising Vanguard on the one hand, and its lawyers advising the Debtors, on the other hand. The Drinker Biddle lawyers involved have been advised that they may not communicate with any person on the other side of the screen about matters relating to the Debtors' bankruptcy cases or the matters involving Vanguard and the Debtors.

10. Except as set forth herein, neither I, Drinker Biddle, nor any partner thereof, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors, or their estates in the matters upon which Drinker Biddle is to be engaged.

I have read this Second Supplemental Affidavit, and, to the best of my knowledge, information and belief, the contents of this Supplemental Affidavit are true and correct.

FURTHER AFFIANT SAYETH NOT


DOUGLAS J. MCGILL

Subscribed and sworn before me
this 12 day of July, 2007


Notary Public

DIANE MEANEY
A Notary Public of New Jersey
My Commission Expires July 29, 2011

CERTIFICATE OF SERVICE

Steven R. Alfred, legal assistant, hereby certifies that on July 12, 2007, he served a copy of the Second Supplemental Affidavit of Legal Ordinary Course Professional of Douglas J. McGill on behalf of Drinker Biddle & Reath LLP, upon the following interested parties via first class mail:

Delphi Corporation
Attention: General Counsel
5725 Delphi Drive
Troy, MI 48098

Latham & Watkins
Attention: Mark A. Broude, Esq.
885 Third Avenue
New York, NY 10022

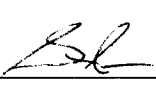
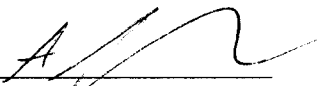
Skadden, Arps, Slate, Meagher & Flom
Attention: John W. Butler, Jr., Esq.
333 West Wacker Drive
Suite 2100
Chicago, IL 60606

Simpson Thacher & Bartlett LLP
Attention: Marissa Wesley, Esq.
425 Lexington Avenue
New York, NY 10017

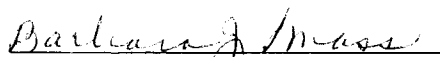
United States Trustee
Attention: Alicia M. Leonhard, Esq.
33 Whitehall Street
Suite 2100
New York, NY 10044

Davis Polk & Wardwell
Attention: Marlane Melican, Esq.
450 Lexington Avenue
New York, NY 10017

Dated: July 12, 2007

 
Steven R. Alfred
Legal Assistant
Drinker Biddle & Reath LLP
A Delaware Limited Liability Partnership
500 Campus Drive
Florham Park, New Jersey 07932-1047
(973) 360-1100

Subscribed and sworn to before
me this 12th day of July, 2007


Notary Public MASS
A Notary Public Of New Jersey
My Commission Expires September 8, 2007